

Exhibit C

Grumer, Carl

From: Duran, Robert
Sent: Wednesday, August 14, 2019 6:14 PM
To: 'Lewitt, Alex'; Grumer, Carl
Cc: Marcus, Jacqueline; Hwang, Angeline; Seales, Jannelle; Barron, Shira;
wgallagher@miiipartners.com; nzatzkin@miiipartners.com; saulreiss@verizon.net
Subject: RE: In Re Sears Holding

Jacqueline, Alexander,

Thank you for the copy of the LSA. However, as discussed on the phone yesterday, we require additional information about Mr. Shahery's financial status. The one page Comerica letter implies that Mr. Shahery has substantial assets on hand at the bank, but he also has substantial liabilities to the bank. We cannot learn anything more about Mr. Shahery's financial condition from the letter alone. Accordingly, please provide personal financial statements showing Mr. Shahery's general financial condition for the past two years.

Also, we note that under the LSA Mr. Shahery is permitted to assign the LSA, in some cases without "seller's" consent. Please advise whether Mr. Shahery intends to assign the LSA at or prior to the closing and, if so, provide the name and address of the proposed assignee(s) and state the relationship of the assignee(s) to Mr. Shahery. Please provide financial statements for any proposed assignee(s) for the past two years.

Thank you also for the certificates of insurance. We note that the certificates evidence the debtor's insurance, not Mr. Shahery's. Please provide a certificate of insurance evidencing Mr. Shahery's compliance with the insurance provision of the parking lot lease.

Please describe Mr. Shahery's intended use of the premises and state whether Mr. Shahery will use or store any Hazardous Substances (as defined in the Parking Lot Lease) on the premises.

Finally, please advise whether and when payment was made of the undisputed cure amount (as specified in Exhibit 1 to the proposed order re assumption of the Vernon leases). As I mentioned, 51st Street Fruitland Ave., LLC does not have a record of receipt.

Thank you in advance for your attention to this matter.

Regards,

Robert Duran
Partner

Manatt, Phelps & Phillips, LLP
11355 W. Olympic Blvd
Los Angeles, CA 90064
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From: Lewitt, Alex [mailto:Alexander.Lewitt@weil.com]
Sent: Wednesday, August 14, 2019 7:55 AM
To: Duran, Robert; Grumer, Carl
Cc: Marcus, Jacqueline; Hwang, Angeline; Seales, Jannelle; Barron, Shira; wgallagher@miiipartners.com; nzatzkin@miiipartners.com; saulreiss@verizon.net
Subject: RE: In Re Sears Holding

Bob, Carl,

Under the Lease Sale Agreement, Mr. Shahery will be responsible for paying taxes owed on the property. The relevant provision dictating such responsibility can be found under Section 6.

Best regards,



Alexander Lewitt*
Associate

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767 Fifth Avenue
New York, NY 10153
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+1 212 310 8007 Fax

*Not yet admitted to practice

From: Lewitt, Alex
Sent: Tuesday, August 13, 2019 8:28 PM
To: 'RDuran@manatt.com' <RDuran@manatt.com>; 'cgrumer@manatt.com' <cgrumer@manatt.com>
Cc: Marcus, Jacqueline <jacqueline.marcus@weil.com>; Hwang, Angeline <Angeline.Hwang@weil.com>; Seales, Jannelle <jannelle.seales@weil.com>; Barron, Shira <Shira.Barron@weil.com>; wgallagher@miiipartners.com; nzatzkin@miiipartners.com; 'saulreiss@verizon.net' <saulreiss@verizon.net>
Subject: RE: In Re Sears Holding

Bob, Carl,

As discussed, attached please find a copy of the Lease Sale Agreement. Also, we misspoke earlier, an order will have to be entered for the assignment of the Vernon Leases. A copy of the proposed order is attached as Exhibit 1 to the Vernon Notice of Assignment (attached).

Best regards,



Alexander Lewitt*
Associate

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From: Lewitt, Alex

Sent: Tuesday, August 13, 2019 2:08 PM

To: 'RDuran@manatt.com' <RDuran@manatt.com>

Cc: Marcus, Jacqueline <jacqueline.marcus@weil.com>; Hwang, Angeline <Angeline.Hwang@weil.com>; Seales, Jannelle <jannelle.seales@weil.com>; Barron, Shira <Shira.Barron@weil.com>; wgallagher@miiipartners.com; nzatzkin@miiipartners.com; 'saulreiss@verizon.net' <saulreiss@verizon.net>

Subject: RE: In Re Sears Holding

Bob,

Attached please find a copy of additional adequate assurance information.

Best regards,



Alexander Lewitt*
Associate

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*Not yet admitted to practice

From: Lewitt, Alex

Sent: Monday, August 12, 2019 5:54 PM

To: 'RDuran@manatt.com' <RDuran@manatt.com>

Cc: Marcus, Jacqueline <jacqueline.marcus@weil.com>; Hwang, Angeline <Angeline.Hwang@weil.com>; Seales, Jannelle <jannelle.seales@weil.com>; Barron, Shira <Shira.Barron@weil.com>; wgallagher@miiipartners.com; nzatzkin@miiipartners.com; 'saulreiss@verizon.net' <saulreiss@verizon.net>

Subject: RE: In Re Sears Holding

Bob,

Attached please find a copy of the adequate assurance information. Please note that by receipt of the adequate assurance information your objection deadline will be August 20, 2019.

Following our phone call today, what times are you available tomorrow to discuss your concerns?

Best regards,



Alexander Lewitt*
Associate

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*Not yet admitted to practice

From: Lewitt, Alex
Sent: Monday, August 12, 2019 1:55 PM
To: 'RDuran@manatt.com' <RDuran@manatt.com>
Cc: Marcus, Jacqueline <jacqueline.marcus@weil.com>; Hwang, Angeline <Angeline.Hwang@weil.com>; Seales, Jannelle <jannelle.seales@weil.com>; Barron, Shira <Shira.Barron@weil.com>; wgallagher@miiipartners.com; nzatzkin@miiipartners.com
Subject: RE: In Re Sears Holding

Robert,

We will send over the adequate assurance information shortly. In regards to the rent payment, the Debtors mailed a check for rent to 2700 Fruitland Ave, Vernon, CA 90058 but the check was returned to the Debtors. Could you provide us with the address the Debtors should send the rent payment to?

Best regards,



Alexander Lewitt*
Associate

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From: Duran, Robert <RDuran@manatt.com>
Sent: Thursday, August 8, 2019 4:09 PM
To: Marcus, Jacqueline <jacqueline.marcus@weil.com>
Subject: In Re Sears Holding

Attorney Marcus:

We act for 51st Street Fruitland Ave., LLC, (fka 51st Street Partnership), the landlord under one of the Vernon Leases described in the attached Notice of Assignment of Unexpired Leases of Nonresidential Real Property. We are evaluating whether to file an objection to the proposed assignment. In that connection, please provide us with the adequate assurance information for the buyer referenced in the attached pleading.

It is also my understanding that debtor has not paid the undisputed cure amount specified in the court's April order, which amount does not include rent and prorations payable since then. Please provide any information you have about the debtor's payment of sums payable under the subject lease.

Thank you in advance for your prompt attention to this request.

Regards,

Robert Duran
Partner

Manatt, Phelps & Phillips, LLP
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